

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

<b>In re:</b>	:	
	:	<b>Chapter 11</b>
<b>USG CORPORATION,</b>	:	
<b>a Delaware corporation, et al.,</b>	:	<b>Jointly Administered</b>
	:	<b>Case No. 01-2094 (JKF)</b>
<b>Debtors.</b>	:	
	:	
	:	
<hr/>	:	
<b>USG CORPORATION, et al.,</b>	:	
	:	
<b>Movant</b>	:	
	:	
<b>v.</b>	:	
	:	<b>Civil Action No. 04-1559 (JFC)</b>
<b>OFFICIAL COMMITTEE OF</b>	:	<b>Civil Action No. 04-1560 (JFC)</b>
<b>ASBESTOS PERSONAL INJURY</b>	:	
<b>CLAIMANTS, et al.,</b>	:	
	:	
<b>Respondents.</b>	:	

**AMENDED ORDER RE: PERSONAL INJURY CLAIM ESTIMATION**

COOLEY GODWARD LLP  
Stephen C. Neal (CA 170085)  
Scott D. Devereaux (CA 146050)  
Five Palo Alto Square  
3000 El Camino Real  
Palo Alto, CA 94306  
Tel: (650) 843-5000

JONES DAY  
David G. Heiman (OH 0038271)  
Brad B. Erens (IL 6206864)  
North Point  
901 Lakeside Avenue  
Cleveland, Ohio 44114-1190  
Tel: (216) 586-3939

RICHARDS, LAYTON, & FINGER, P.A.  
Daniel J. DeFranceschi (DE No. 2732)  
Paul Heath (DE No. 3704)  
One Rodney Square  
P.O. Box 551  
Wilmington, Delaware 19899  
Tel: (302) 651-7700

*Counsel for Debtors*

On June 13, September 20, October 6, 2005 and January 6, 2006, this Court held duly noticed hearings regarding discovery issues in this matter, including the Motion for Approval of the Debtors' Sampling Plan and Claimant Questionnaire and the discovery schedule for the estimation of Debtors' asbestos personal injury liabilities (the Estimation).<sup>1</sup> Having fully considered the arguments set forth by any party, in filings or during the hearings, the Court hereby orders that:

1. Debtors will serve the claimant questionnaire attached hereto as Exhibit A (the "Questionnaire") on a sample of 2000 personal injury claimants no later than October 20, 2005.
2. Before serving the Questionnaire, the parties will execute the confidentiality agreement governing the sample claimant discovery attached hereto as Exhibit B. This agreement governs the permissible use and disclosure of the sample claimants', and other persons', social security numbers, the information about the sample claimants that the parties will obtain from the United States Social Security Administration, and the sample claimants' medical information.
3. The sampled claimants must complete and return their Questionnaires, including all requested documentation, to RUST Consulting, Inc. ("RUST"), the Debtors' claims processing agent as soon as practicable and in a fully completed format. Any Questionnaire post-marked for return mailing on or before February 8, 2006, will be deemed timely.
4. RUST will scan and electronically distribute the Questionnaires, including any documents submitted with the Questionnaires, to counsel for the parties on or before February 23, 2006.<sup>2</sup> Original radiographic evaluations, such as x-rays or CT scans, will be retained by RUST and made available for inspection by the parties or their experts on reasonable terms.
5. Additionally, RUST will organize the information contained in the Questionnaires into a searchable database, and will provide that database to the parties on or before March 27, 2006.
6. On or before November 7, 2005, the parties will disclose those individuals with percipient knowledge as to topics for which the parties intend to offer evidence in their case-in-chief. The parties will also indicate as part of their disclosure the five individuals most likely to serve as fact witnesses in the Estimation.

---

<sup>1</sup> The Debtors are the following 11 entities: USG Corporation, United States Gypsum Company, USG Interiors, Inc., USG Interiors International, Inc., L&W Supply Corporation, Beadex Manufacturing LLC, B-R Pipeline Company, La Mirada Products Co., Inc., USG Industries, Inc., USG Pipeline Company and Stocking Specialists, Inc.

<sup>2</sup> The parties' counsel to whom the Questionnaires and attached documents will be distributed are counsel for Debtors, the Official Committee of Asbestos Personal Injury Claimants, the Future Claimants' Representative, the Official Committee of Asbestos Property Damage Claimants, the Official Committee of Unsecured Creditors, and the Statutory Committee of Equity Security Holders.

It is further ordered that fact discovery in this matter will close on July 31, 2006, subject to the Court granting an extension of that date based on the motion of any party. On July 7, 2006, the parties will exchange fully-updated lists of the experts they intend to call as witnesses in their case-in-chief during the Estimation. The Court will hold a hearing in Pittsburgh, Pennsylvania at 2:00 pm on July 18, 2006 to address the appropriate schedule for expert discovery.

IT IS SO ORDERED.

Date: January 9, 2006

/s/ Joy Flowers Conti  
The Honorable Joy Flowers Conti  
District Court Judge, District of Delaware